

Minutes of the meeting of the Board of Directors of the Cook County Health and Hospitals System held Friday, December 13, 2013 at the hour of 8:00 A.M. at 1900 West Polk Street, in the Second Floor Conference Room, Chicago, Illinois.

I. Attendance/Call to Order

Chairman Carvalho called the meeting to order.

Present: Chairman David Carvalho, Vice Chairman Jorge Ramirez and Directors Hon. Jerry Butler; Lewis M. Collens; Ada Mary Gugenheim; M. Hill Hammock; Wayne M. Lerner, DPH, FACHE; Luis Muñoz, MD, MPH; and Carmen Velasquez (9)

Absent: Directors Reverend Calvin S. Morris, PhD and Dorene P. Wiese, EdD (2)

Additional attendees and/or presenters were:

Gina Besenhofer – System Director of Supply Chain Management

Krishna Das, MD – System Director of Quality, Patient Safety, Regulatory and Accreditation

Steven Glass – Executive Director of Managed Care

Randolph Johnston – System Associate General Counsel

Gladys Lopez – Chief of Human Resources

Ram Raju, MD, MBA, FACS, FACHE – Chief Executive Officer

Elizabeth Reidy – System General Counsel

Deborah Santana – Secretary to the Board

Joy Wykowski – Director of Intergovernmental Affairs

II. Public Speakers

Chairman Carvalho asked the Secretary to call upon the registered speakers.

The Secretary called upon the following registered speaker:

1. George Blakemore Concerned Citizen

III. Board and Committee Reports

A. Minutes of the Board of Directors Meeting, November 22, 2013

Director Lerner, seconded by Director Gugenheim, moved the approval of the Minutes of the Board of Directors Meeting of November 22, 2013. THE MOTION CARRIED UNANIMOUSLY.

B. Minutes of the Finance Committee Meeting, December 6, 2013

- **Contracts and Procurement Items** (detail was provided as attachment to Board Agenda)

Director Butler, seconded by Director Lerner, moved the approval of the Minutes of the Finance Committee Meeting of December 6, 2013. THE MOTION CARRIED UNANIMOUSLY.

III. Board and Committee Reports (continued)

C. Minutes of the Quality and Patient Safety Committee Meeting, December 11, 2013

- **Medical Staff Appointments/Reappointments/Changes**
- **FY2014 Quality and Performance Improvement Plan**

Dr. Krishna Das, System Director of Quality, Patient Safety, Regulatory and Accreditation, provided an overview of the presentation made at the Quality and Patient Safety Committee Meeting regarding the proposed FY2014 Quality and Performance Improvement Plan.

While discussing the information on key indicators, Chairman Carvalho stated that it is good to see a target that is higher than baseline, but it is impossible to understand that target outside the context of a benchmark. Dr. Das stated that, except for the patient satisfaction indicators, the System is at about the national medians for most performance areas. They are setting fairly aggressive targets; for example, the core measure target is the top ten percentile, so it is at or above the tenth percentile in performance. Director Collens stated that adding another column and indicating whether public safety-net hospital benchmarks or national median benchmarks are being used would be very helpful.

Director Collens, seconded by Director Muñoz, moved the approval of the Minutes of the Quality and Patient Safety Committee Meeting of December 11, 2013. THE MOTION CARRIED UNANIMOUSLY.

IV. Action Items

A. Contracts and Procurement Items (Attachment #1)

Gina Besenhofer, System Director of Supply Chain Management, provided an overview of the requests presented for the Board's consideration. The Board reviewed and discussed the requests.

Dr. Ram Raju, Chief Executive Officer, and Steven Glass, Executive Director of Managed Care, provided additional information on the requests.

With regard to request number 1, Chairman Carvalho noted that this is not \$32 million going into and staying in the pockets of the vendor; \$30.3 million of the \$32 million is for payment of claims. Mr. Glass provided additional information. He stated that, whenever a CountyCare member utilizes their pharmacy benefits and goes to a community pharmacy to have a prescription filled, that community pharmacy bills CountyCare. The bill to CountyCare is managed by Catamaran - the pharmacy will bill CountyCare through Catamaran, Catamaran pays that pharmacy and looks to the System to reimburse it. The System uses the Medicaid fee schedule for reimbursement of claims; this includes dispensing rates. Chairman Carvalho stated that the vendor itself is paid an administrative fee, but the bulk of the dollars relating to this request are to pay for the claims that vendor is administering.

Chairman Carvalho inquired whether it could have been arranged for Catamaran to interact with the claims, and have Cook County instead pay the claims directly, rather than having Catamaran pay the claims and be reimbursed by the County. Dr. Raju stated that timeliness of payments is an important factor – if prescription claims are not paid in a timely fashion, then the next prescription for a CountyCare member may not be filled if the community pharmacy is not being paid in a timely manner.

IV. Action Items

A. Contracts and Procurement Items (continued)

Mr. Glass reviewed the scope of services under request number 2. He referenced the claims payments discussion that was held earlier regarding Catamaran; similarly, under this contract, Automated Health Systems (AHS) processes the claims received from the System's contracted medical providers. When those providers see a CountyCare member, they send a bill to CountyCare to be paid. AHS manages that for the System - they adjudicate the claim to be correct and valid, pay the vendor, provide detail to the System on what was paid, and the System reimburses AHS.

Mr. Glass stated that the administrative services provided to the System are related to call center services and other back-office functions. He noted that this is a much heavier administrative contract, in comparison to the Catamaran contract. Adjudicating a claim on a prescription is very technical, and a lot of that function is handled through computer systems, which is why the administrative costs for Catamaran are much lower. With AHS, the System is actually buying administrative support; they are buying services relating to the call center, reporting, clinical/medical management and utilization - there are more people involved in the work that is being done by AHS.

Director Lerner stated that the System is really operating two or three entities within this health system - one of the key entities is CountyCare and the Managed Care operation moving forward. Because there are specific contracts relating to the Managed Care enterprise that are very different than the contracts that go into running a hospital, he suggested that Managed Care be viewed as a subsidiary organization. The Board could review the capital, contractual, revenue and expense issues, and spend some time looking at the administrative expenses versus the costs of the direct provision of services, but Managed Care discussions and review of its issues would not be mixed in with discussion of everyday hospital-type contractual matters, such as staffing contracts and temporary nursing contracts. Dr. Raju responded that this is a good suggestion; he added that Waiver revenues and expenses are kept in a separate cost center. He stated that the administration is in the process of selecting one back-office function vendor to do most of the CountyCare functions, rather than having five or ten vendors performing the functions. Once that vendor is in place, the System will be able to better review the revenues and expenses relating to CountyCare; he noted that he expects to present a monthly overall picture relating to that to the Finance Committee. And, as he has stated in the past, Dr. Raju's plan is to bring these functions in-house as the System staff develops the expertise and experience needed to perform these functions.

During the discussion of request number 4, Ms. Besenhofer stated that this document is an umbrella document serving as the framework for specific agreements set forth in exhibits, which may be entered into during the period of the Master Agreement; it could cover matters such as those related to CountyCare, academic affiliations, clinical services and operational collaborations.

Director Hammock, seconded by Vice Chairman Ramirez, moved the approval of request numbers 1 through 4. THE MOTION CARRIED.

Chairman Carvalho abstained and voted PRESENT on request number 4.

IV. Action Items (continued)

B. Proposed 2014 CCHHS Board Meeting Dates (Attachment #2)

Chairman Carvalho stated that, at the last Board Meeting, the compilation of the various preferences persons had expressed regarding future meeting dates was presented. The highest preferences were expressed for three different configurations: 1) Board meetings held on Thursdays; 2) the current situation, where the Board meets on Friday and the Human Resources and Finance Committees, if they so chose, could continue the pattern of the past and would meet on the prior Friday serially; and 3) the Human Resources and Finance Committees would schedule their meetings on the morning of the regular Board meeting held on a Friday, preceding the Board meeting.

Based on those three configurations, Chairman Carvalho stated that a set of Friday and Thursday dates have been put together and have been distributed to the Board. In terms of framing the discussion, Chairman Carvalho first informally polled the Directors as to their preferences to either Thursday or Friday Board meetings. Five Directors preferred Friday meetings, two Directors preferred Thursday meetings, and two Directors did not have a preference.

Chairman Carvalho indicated that, based on the informal poll results, the Board would focus on the two different Friday configurations. The Board discussed the two options.

Director Collens, seconded by Director Hammock, moved that the Board hold meetings on Fridays with only the Finance Committee meeting preceding the Board meeting. On the motion, a roll call vote was taken, the votes of yeas and nays being as follows:

Yeas: Directors Gugenheim, Hammock, Lerner and Muñoz (4)

Nays: Chairman Carvalho, Vice Chairman Ramirez and Directors Butler, Collens and Velasquez (5)

Absent: Directors Morris and Wiese (2)

THE MOTION FAILED.

Vice Chairman Ramirez, seconded by Director Gugenheim, moved that the Board keep the current schedule setup, with Board meetings on Fridays and no committees meeting on the same day preceding the Board meeting. On the motion, a roll call vote was taken, the votes of yeas and nays being as follows:

Yeas: Chairman Carvalho, Vice Chairman Ramirez and Directors Butler, Collens, Gugenheim, Hammock, Lerner, Muñoz and Velasquez (9)

Nays: None (0)

Absent: Directors Morris and Wiese (2)

THE MOTION CARRIED UNANIMOUSLY.

C. Any items listed under Sections III, IV and VII

V. Report from Chairman of the Board

A. Board Education - Intergovernmental Affairs Update (Attachment #3)

Joy Wykowski, Director of Intergovernmental Affairs, provided an update on the following subjects: Intergovernmental Affairs Overview; Federal Fiscal Timeline; Federal Legislation / Rule Making; State Legislation / Rule Making; and Government Relations / Advocacy. The Board reviewed and discussed the information.

During the discussion regarding the potential impact of the Sustainable Growth Rate (SGR) physician Medicare payment cuts, Dr. Raju noted that last year, the System collected close to \$9.6 million in Medicare physician billing – a 27% cut to that amount would be huge. The amount of the payment cut is supposed to be 2% per year; because Congress continues to postpone the issue and cuts, over the last eleven years the amount of potential cuts has grown to 22-28%. Congress is going to extend the issue for another three months, but they need to find the money in the budget to pay for it, so it will come back again next year. Today it does not make a big difference, but it will make a huge difference in the strategic goal of the System, especially as CountyCare evolves, and CountyCare starts to have a Medicare product within it. He explained that, because there are people who are aging out of the System into Medicare, and the System does not want to lose them, the System will need to create a Medicare product in a few years within CountyCare. Chairman Carvalho stated that the way Congress solves the issue of SGR may be a big deal – the way Congress partially solved the problem of how to pay for the ACA was by cutting funding for Medicaid Disproportionate Share payments, which created a big problem for public hospitals. There is a lot of potential for collateral damage, and that is where the focus should be - if the System and other public hospitals end up paying for it, they could lose much more than they pick up by solving the SGR problem.

VI. Report from Chief Executive Officer (Attachment #4)

Dr. Raju provided an update on the following subjects: Managed Care-Section 1115 Medicaid Waiver Demonstration Project/CountyCare; Project Management Office; Clinical Update; Operational Update; Leadership Development Program; and Recognition of Employees. The Board reviewed and discussed the information.

A. Report from Executive Director of Managed Care (Attachment #5)

Mr. Glass presented his report on Managed Care. Included in his report was information on the following subjects: department structure; scope; barriers; and future plans. The Board reviewed and discussed the information.

Director Lerner encouraged the administration to take the presentation by Mr. Glass and do a massive drill-down either at the Finance Committee or for Strategic Planning. The Board and administration should keep this on the forefront of what is going on, because Dr. Raju's strategic vision, in his view, has two parts to it; one part is the current System and the services and resources provided to the residents, individuals and other institutions within Cook County; the other part is the blossoming Managed Care population management effort, which could, ten years from now, overshadow the first part (the current System), if it is well-managed.

Director Gugenheim stated that it is very important that this presentation and information be shared with network partners, to inform front-line staff. Dr. Raju agreed; he stated that everybody should understand their roles and the direction of the System. He added that Caryn Stancik, Executive Director of Communications, has been charting out the internal and external communications for this whole idea – meetings are held in multiple forums, and the information is shared.

VII. Closed Session Items

A. Claims and Litigation

The Board did not recess the regular session and convene into closed session.

VIII. Adjourn

As the agenda was exhausted, Chairman Carvalho declared the MEETING ADJOURNED.

Respectfully submitted,
Board of Directors of the
Cook County Health and Hospitals System

XXXXXXXXXXXXXXXXXXXXXXXXXXXX
David Carvalho, Chairman

Attest:

XXXXXXXXXXXXXXXXXXXXXXXXXXXX
Deborah Santana, Secretary

Cook County Health and Hospitals System
Board of Directors Meeting Minutes
December 13, 2013

ATTACHMENT #1

COOK COUNTY HEALTH AND HOSPITALS SYSTEM
ITEM IV(A)
DECEMBER 13, 2013 BOARD OF DIRECTORS MEETING
CONTRACTS AND PROCUREMENT ITEMS

Request #	Vendor	Service or Product	Fiscal impact not to exceed:	Affiliate / System	Begins on Page #
Extend, Amend and Increase Contract					
1	Catamaran	Service - pharmacy benefit management services	\$32,022,735.50	Managed Care	2
Extend and Increase Contracts					
2	Automated Health Systems (AHS)	Service - third party administrator services	\$78,000,000.00	Managed Care	3
3	Maxim Staffing Solutions	Service - temporary staffing services	\$402,374.00	System, SHCC	4
Execute Master Agreement					
4	Rush University Medical Center	Umbrella document serving as the framework for specific agreements set forth in Exhibits which may be entered into during the term of this Master Agreement	Fiscal impact not applicable to Master Agreement	System	6

Cook County Health & Hospitals System

BOARD APPROVAL REQUEST

SPONSOR: N/A		EXECUTIVE SPONSOR: Steven Glass, Executive Director of Managed Care	
DATE: 11/12/2013		PRODUCT / SERVICE: Service – Pharmacy Benefit Management Services	
TYPE OF REQUEST: Extend, Amend and Increase Contract		VENDOR / SUPPLIER: Catamaran, Schaumburg, IL	
ACCOUNT: 896-260	FISCAL IMPACT NOT TO EXCEED: \$32,022,735.50	GRANT AWARD / RENEWAL AMOUNT: N/A	
CONTRACT PERIOD: 02/01/2013 thru 06/30/2014		CONTRACT NUMBER: H13-25-017	
X	COMPETITIVE SELECTION METHODOLOGY: RFP		
	NON-COMPETITIVE SELECTION METHODOLOGY: N/A		

PRIOR CONTRACT HISTORY:

The Cook County Health & Hospitals System (CCHHS) Board approved contract number H13-25-017 in the amount of \$2,989,250.00 on 02/01/2013. Catamaran provides pharmacy benefit administrator services for County Care, including prior authorization of pharmaceuticals, access to network pharmacies and adjudication and payment of claims. The contract was increased on 05/14/2013 in the amount of \$12,000,000.00 to fund claims payments to outside vendors. An additional amendment to increase this contract was approved by the CCHHS Board on 11/22/2013 in the amount of \$11,798,704.00 to provide additional funding for administrative costs and claims payment to outside vendors.

NEW PROPOSAL JUSTIFICATION:

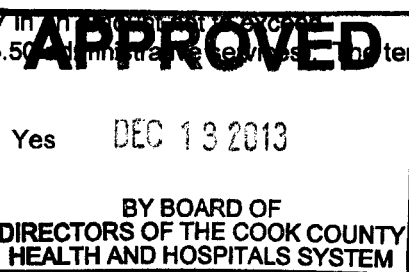
CountyCare's 1115 Waiver demonstration project ends 12/31/2013. CCHHS has posted an RFP for a vendor to perform its CountyCare Third Party Administrative services, including pharmacy benefit management (PBM) services, as part of its 1115 transition strategy. The transition is in the planning stages, but is expected to occur during the first quarter of calendar year 2014.

This request specifically allows Catamaran to provide PBM services through 06/30/2014. This contract extension will provide the additional funding to cover the continued scope of work, bringing the total contract spend to \$58,810,689.50.

TERMS OF REQUEST:

This is a request to extend, amend and increase contract number H13-25-017 in the amount not to exceed \$32,022,735.50 as needed, (\$30,310,740.00 claims payment and \$1,711,995.50 administrative services). The term of the contract will be extended from 01/01/2014 thru 06/30/2014.

CONTRACT COMPLIANCE HAS FOUND THIS CONTRACT RESPONSIVE



CCHHS CBO:

Anthony Rajkumar, Chief Business Officer

CCHHS CFO:

John Cookinham, Chief Financial Officer

CCHHS CEO:

Ram Raju, M.D., Chief Executive Officer

Request #

1

• Ambulatory & Community Health Network • Cermak Health Services • Department of Public Health •
• John H. Stroger, Jr. Hospital of Cook County • Oak Forest Health Center • Provident Hospital • Ruth M.
Rothstein CORE Center •

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Revised 03/01/2011

Cook County Health & Hospitals System

BOARD APPROVAL REQUEST

SPONSOR: N/A		EXECUTIVE SPONSOR: Steven Glass, Executive Director of Managed Care	
DATE: 11/05/2013		PRODUCT / SERVICE: Service – Third Party Administrator	
TYPE OF REQUEST: Extend & Increase Contract		VENDOR / SUPPLIER: Automated Health System (AHS), Schaumburg, IL	
ACCOUNT: 896-260	FISCAL IMPACT NOT TO EXCEED: \$78,000,000.00	GRANT AWARD / RENEWAL AMOUNT: N/A	
CONTRACT PERIOD: 12/01/2012 thru 06/30/2014		CONTRACT NUMBER: H12-25-091	
<input checked="" type="checkbox"/> COMPETITIVE SELECTION METHODOLOGY: RFP			
<input type="checkbox"/> NON-COMPETITIVE SELECTION METHODOLOGY:			

PRIOR CONTRACT HISTORY:

The Cook County Health & Hospitals System (CCHHS) Board approved contract number H12-25-091 in the amount of \$7,800,000.00 on 11/29/2012. Automated Health Systems (AHS) provides administrative and support services as a Third Party Administrator. Their services to CCHHS include operation of a call center, contract management, claims review and payment. An amendment to increase the contract amount was approved by the CCHHS Board on 05/31/2013 in the amount of \$18,500,000.00 for the contract period. CCHHS provides the monies for the payment of foreign claims and AHS executes the transfer of claims payments to outside providers.

NEW PROPOSAL JUSTIFICATION:

CountyCare's 1115 Waiver demonstration project ends 12/31/2013. CCHHS has posted an RFP for a vendor to perform its CountyCare TPA services as part of its 1115 transition strategy. The transition is in the planning stages, but is expected to occur during the first quarter of calendar year 2014.

This amendment is specifically to allow Automated Health System (AHS) to provide third party administrative services through 06/30/2014. This contract extension will provide additional funding necessary to cover the scope of this work. This will bring the total contract \$104,000,000.00.

TERMS OF REQUEST:

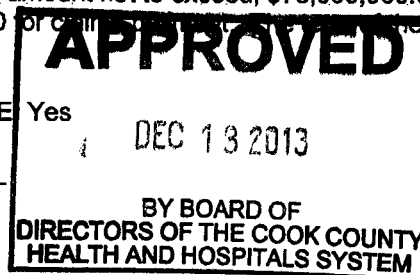
This is a request to extend and increase contract number H12-25-091 in an amount not to exceed, \$78,000,000.00 as needed, (\$24,000,000.00 for administrative services and \$54,000,000.00 for claims). The contract will be extended from 01/01/2014 thru 06/30/2014.

CONTRACT COMPLIANCE HAS FOUND THIS CONTRACT RESPONSIVE Yes

CCHHS CBO: Anthony Rajkumar
Anthony Rajkumar, Chief Business Officer

CCHHS CFO: John Cookinham
John Cookinham, Chief Financial Officer

CCHHS CEO: Ram Raju
Ram Raju, M.D., Chief Executive Officer



Request #

2

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• John H. Stroger, Jr. Hospital of Cook County • Oak Forest Health Center • Provident Hospital • Ruth M. Rothstein CORE Center •

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Revised 03/01/2011

Cook County Health & Hospitals System

BOARD APPROVAL REQUEST

SPONSOR: Mark Pisaneschi, M.D. Director of Radiology Joanne Dulski, Laboratory Director, CCHHS Russell Kelly, M.D. , Chairman Cardiology Division Gladys Lopez, Chief Human Resource Officer Laura Wahlfeldt, Director, Case Management		EXECUTIVE SPONSOR: Claudia M. Fegan, MD, Executive Medical Director / Medical Director Stroger Hospital John Jay Shannon, Chief of Clinical Integration/Interim Executive Director, Clinical Shared Services	
DATE: 11/21/2013		PRODUCT / SERVICE: Service - Temporary Staffing Services	
TYPE OF REQUEST: Extend and Increase Contract		VENDOR / SUPPLIER: Maxim Staffing Solutions, Chicago, IL	
ACCOUNT: 897-275 Radiology Cardiology 890-275 Laboratory 897-272 Case Management 897-272 Human Resources		FISCAL IMPACT NOT TO EXCEED: \$ 402,374.00 GRANT FUNDED /RENEWAL AMOUNT: N/A	
CONTRACT PERIOD: 11/14/2011 thru 05/31/2014		CONTRACT NUMBER: H11-73-101	
X	COMPETITIVE SELECTION METHODOLOGY: RFP		
	NON-COMPETITIVE SELECTION METHODOLOGY:		

PRIOR CONTRACT HISTORY:

Contract number H11-73-101 was approved by the Cook County Health and Hospitals System Board on 10/27/2011 to allow Maxim Healthcare to provide temporary staffing for Stroger Hospital laboratory from 11/14/2011 through 11/13/2013 in the amount of \$588,896.00. There have been six (6) prior Amendments on behalf of the Laboratory, Pharmacy, Human Resources, Case Management and the County Human Resource Department resulting in a cumulative increase amount of \$1,020,600.00. An Amendment was executed by Supply Chain Management to extend the contract period until 12/15/2013.

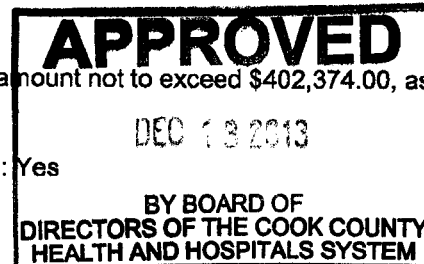
NEW PROPOSAL JUSTIFICATION:

The Cook County Health and Hospitals System have determined the need to extend the use of agency staff for an additional period of time. This will allow the Departments time to fill critical permanent positions and provide optimal levels of service for patient care. A Request for Proposals will be posted in the next 30 days seeking vendors to provide specialized services for each department. The total increase for this request is \$402,374.00 for a period of six (6) months. The total contract value is \$2,011,870.00.

TERMS OF REQUEST:

This is a request to extend and increase contract number H11-73-101 in an amount not to exceed \$402,374.00, as needed, for the period from 12/16/2013 thru 05/31/2014.


CONTRACT COMPLIANCE HAS FOUND THIS CONTRACT RESPONSIVE: Yes





Request #
3

• Ambulatory & Community Health Network • Cermak Health Services • Department of Public Health •
 • John H. Stroger, Jr. Hospital of Cook County • Oak Forest Health Center • Provident Hospital • Ruth M. Rothstein CORE Center •

DATE: 11/21/2013	PRODUCT / SERVICE: Service - Temporary Staffing Services	
TYPE OF REQUEST: Extend and Increase Contract	VENDOR / SUPPLIER: Maxim Staffing Solutions, Chicago, IL	
CONTRACT PERIOD: 11/14/2011 thru 12/15/2013		CONTRACT NUMBER: H11-73-101

CCHHS CBO: 
Anthony Rajkumar, Chief Business Officer

CCHHS CFO: 
John Cookinham, Chief Financial Officer

CCHHS CEO: 
Ram Raju, M.D., Chief Executive Officer

COOK COUNTY HEALTH & HOSPITALS SYSTEM

BOARD APPROVAL REQUEST

Executive Sponsor: Ram Raju, M.D.
Chief Executive Officer

Date: December 6, 2013

Subject Agreement: Master Agreement with Rush University Medical Center

Type of Request: Approve Execution of Master Agreement

Contract Period: December 6, 2013 through December 5, 2023

Contract Number: H14-01-011

Account: Not Applicable to Master*

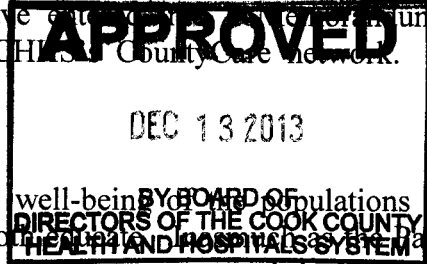
Fiscal Impact: Not Applicable to Master*

Prior Contract History:

The Cook County Health and Hospitals System (CCHHS) and Rush University Medical Center (Rush) (collectively referred to as Parties) entered into two consecutive ten-year Master Agreements primarily focusing on the academic affiliations between the Parties. The current Master Affiliation Agreement expires June 30, 2014. In addition, over the past two decades, the Parties have entered into a number of collaborative initiatives including agreements for the provision of clinical services; the public-private collaboration through the establishment of the CORE Foundation; and collaboration in the provision of services within the CCHHS Ruth M. Rothstein CORE Center. Most recently, the Parties have entered into a Memorandum of Understanding with regard to Rush's participation in CCHHS CountyCare network. The CountyCare contract negotiations are on-going.

Justification:

CCHHS and Rush share a commitment to improving the well-being of the populations both systems serve and the quality of the health professionals both systems employ. As the Parties have had several agreements regarding a myriad of services and arrangements, it is desirable to have a master umbrella document to serve as the framework for these multiple agreements. This Master Agreement, as presented, does not contain any specific scopes of service or other specific arrangements. Rather, under this Master Agreement, the Parties may enter into agreements set forth as Exhibits to this Master Agreement.



Ambulatory & Community Health Network-Cermak Health Services of Cook County-Cook County Department of Public Health-
John H. Stroger, Jr. Hospital of Cook County-Oak Forest Health Center-Provident Hospital of Cook County-
Rush M. Rothstein CORE Center of Cook County

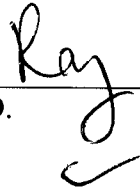
Specifically, during the term of the Master Agreement, the Parties may enter into agreements set forth as Exhibits to the Agreement's Part II. CountyCare, encompassing agreements regarding CCHHS's network model of care; Part III. Academic Affiliation, encompassing agreements which may span all levels of clinical education of varied types of health professionals and reflect the changes in the education of new health care professionals and explore opportunities for collaboration in clinical investigation; Part IV. Clinical Services, encompassing agreements designed to minimize duplication, maximize use of limited resources and expertise, and grow new centers of excellence, particularly for vulnerable populations and communities; and Part V. Operational Collaboration, encompassing agreements designed to maximize efficiencies and improve operations.

Each Exhibit to the Master Agreement will govern individual agreed upon scopes of service and arrangements with terms and conditions specific thereto. For CCHHS, these Exhibits will be approved in accordance with CCHHS policies, including the CCHHS Supply Chain Management Procurement Policy, and applicable Board Resolutions regarding contracting and procurement.

*This Master Agreement is an umbrella document serving as the framework for specific agreements set forth in Exhibits which may be entered into during the term of this Master Agreement. Depending on the nature and terms of a particular Exhibit, it may be presented to the CCHHS Board for approval at which time the applicable transmittal will specify the appropriate Account and Fiscal Impact.

CCHHS CHIEF EXECUTIVE OFFICER:

Ram Raju, M.D.

A handwritten signature in black ink, appearing to read 'Raj', is written over a horizontal line. Below the signature, there is a small checkmark.

Ambulatory & Community Health Network-Cermak Health Services of Cook County-Cook County Department of Public Health-
John H. Stroger, Jr. Hospital of Cook County-Oak Forest Health Center-Provident Hospital of Cook County-
Rush M. Rothstein CORE Center of Cook County

Cook County Health and Hospitals System
Board of Directors Meeting Minutes
December 13, 2013

ATTACHMENT #2

CCHHS 2014 Board Meeting Dates

Meeting Time: 8:00 A.M.

Friday, January 24, 2014
Friday, February 28, 2014
Friday, March 28, 2014
Friday, April 25, 2014
Friday, May 30, 2014
Friday, June 27, 2014
Friday, July 25, 2014
Friday, August 29, 2014
Friday, October 3, 2014
Friday, October 31, 2014
Friday, November 14, 2014
Friday, December 12, 2014

Cook County Health and Hospitals System
Board of Directors Meeting Minutes
December 13, 2013

ATTACHMENT #3

INTERGOVERNMENTAL AFFAIRS UPDATE



BOARD EDUCATION

COOK COUNTY HEALTH & HOSPITALS SYSTEM BOARD OF DIRECTORS MEETING

FRIDAY, DECEMBER 13, 2013

**JOY CAROL WYKOWSKI
DIRECTOR OF INTERGOVERNMENTAL AFFAIRS**

INTERGOVERNMENTAL AFFAIRS UPDATE

IGA OVERVIEW

2

- Serves as in-house governmental affairs and legislative advisor
- Serves as in-house liaison to various federal, state and local elected officials
- Coordinates CCHHS approach, response and position on various legislative matters
- Works with County lobbyists in advocating for CCHHS interest with State and Federal agencies and legislative bodies
- Reviews legislative issues for potentially negative budgetary impact

INTERGOVERNMENTAL AFFAIRS UPDATE

FEDERAL FISCAL TIMELINE

3

- Budget Conference Committee
 - 12.13.13
- Sustainable Growth Rate (SGR) – Medicare physician fee cut
 - 12.31.13
- End of Continuing Resolution (CR)/2nd year of sequester
 - 1.15.14
- Debt limit expires
 - 2.7.14

INTERGOVERNMENTAL AFFAIRS UPDATE

FEDERAL LEGISLATION/RULE MAKING

4

- SGR
- Disproportionate Share Hospital payment (DSH) Cuts
 - Medicare
 - Medicaid
- Two Midnight Rule
- Implementation of the ACA

INTERGOVERNMENTAL AFFAIRS UPDATE

STATE LEGISLATION/RULE MAKING

5

- Health Maintenance Organization License
- Open Meetings Act/Medical Studies Act
 - Amendment adding to the executive session exceptions
 - Amendment including all sites, system and network
- HB 1516 (SA2)
 - Support amendment restoring adult dental in State's Medicaid program
- Public Health Local Protection Grant
 - Support continued funding

INTERGOVERNMENTAL AFFAIRS UPDATE

GOVERNMENT RELATIONS/ADVOCACY

6

- **Associations**

- Illinois Hospital Association
- American Hospital Association
- Metropolitan Chicago Healthcare Council
- America's Essential Hospitals (formerly NAPH)
- National Association of Counties

- **Government**

- Local
- State
- Federal

Cook County Health and Hospitals System
Board of Directors Meeting Minutes
December 13, 2013

ATTACHMENT #4



RAM RAJU, MD, MBA, FACHE, FACS
CHIEF EXECUTIVE OFFICER
COOK COUNTY HEALTH AND HOSPITALS SYSTEM
REPORT TO THE BOARD OF DIRECTORS
December 13, 2013

MANAGED CARE
SECTION 1115 MEDICAID WAIVER DEMONSTRATION PROJECT/ COUNTYCARE

As I reported in late November, CountyCare surpassed two key milestone – we exceeded both our 1115 Waiver Demonstration Project target of 115,000 applications initiated and our FY2014 budget target of 56,131 approved CountyCare members. Today, CountyCare has initiated more than 125,000 applications and has more than 61,020 individuals enrolled – that is more than 10,000 over our project target and nearly 6,000 members more than our FY2014 budget projection. This is a significant accomplishment for all associated with the health plan - our CountyCare team and partners should be congratulated. I am pleased we are able to provide access to meaningful health care for each and every one of our newly covered members.

In November, our Application Assistors submitted nearly 8,000 applications to the Illinois Department of Human Services for processing. This brings the total number of applications submitted by November 30, 2013 to more than 92,000. Our pipeline of applications did slow down in November as we migrated to the new ABE on-line application system as mandated by the State. As with any transition to a new technology, we saw a drop in productivity as the users learned the new system. More recently, we are starting to see this turnaround, but anticipate productivity to remain low through December.

As the end of the calendar year approaches so does the December 31, 2013 expiration of our 1115 Waiver Demonstration Project. As we have reported over the course of the past few months it is our intent to transition CountyCare from its current 1115 Waiver status to a full-fledged Medicaid managed care organization (MCO) in 2014. To accomplish this transition, requires significant cooperation, coordination and communication with our CountyCare leadership, leadership from the State's Medicaid program, and representatives from the federal Centers for Medicaid and Medicare Services.

Our team is working diligently on the transition and we fully expect the MCO entity to be in place within the first six months of 2014. In partnership with the State, we have already provided and reviewed with CMS a transition timeline, operating expectations, and financial requirements necessary to meet our budget commitments. We are confident in our work with the state, and have been an active part of their negotiations with the federal government. It is my intent to provide ongoing updates on the CountyCare transition until it is complete. We believe the end result will be of benefit to CCHHS, our CountyCare providers, and all CountyCare members.

PROJECT MANAGEMENT OFFICE (PMO)

In order to manage the transformation and the many initiatives that must occur for us to be a provider of choice we have developed an internal Project Management Office (PMO). The goal of the PMO is to evaluate the different initiatives across the system and track the progress of the different changes we are implementing to ensure we are making measurable progress. Specific metrics are developed for each initiative which are measured over time and leaders are held accountable for the progress of their respective initiatives. We meet monthly as a cross-functional group to understand the impact the different changes have across the different areas of the organization. The PMO maintains the organization's focus on strategic priorities and moves us to become a data-driven organization, as well as facilitates progress across multiple functions at CCHHS.

PMO includes the following initiatives – Hiring, Managed Care, Patient Access, Clinical Capacity and Operations, Revenue Leakages, and Reporting Mechanisms/Dashboards.

Through our PMO project we have been able to achieve a number of results. Our call abandonment rate for scheduling has declined from over 13% down to 6%. We are reducing the number of discrepancies between our Electronic Medical Record (EMR) and billing systems, which improves our revenue collections. The number of positions we are hiring has increased from 30 a month to approximately 80 per month. We have completed Patient Centered Medical Home (PCMH) training at each of our clinics and rolled out new primary care scheduling templates. In addition, we are working to revamp the scheduling process to ensure patients can get access to clinics and to reduce the number of no-shows of patients who schedule an appointment. The PMO is also monitoring the transition of CountyCare as we approach January 1st.

While we have achieved a significant amount of progress, we have a long way to go to make CCHHS a provider of choice in the post ACA world. The PMO will continue to be a valuable tool to move our transformation forward over the next year.

CLINICAL UPDATE

The Capacity Management Workgroup, chaired by Peter Daniels, Chief Operating Officer of Hospital Based Services, has laid out a key institutional goal for 2014 of improving dwell times for both admitted and discharged patients from Adult Emergency Services, while reducing the Left Without Being Seen rate. These metrics will be one of a small number of explicit institutional priorities in the coming year, and will be the same for Stroger and Provident hospitals.

Ambulatory Services continue to work on Joint Commission recertification preparation, with site visits by system leaders and ownership of readiness delegated to the various site teams. Ambulatory priorities for 2014 continue to focus on specific aspects of the ambulatory visit, including ease of scheduling / contacting the clinic and ease of getting through a clinic visit.

The Executive Medical Staff (EMS) has approved a change in the organization structure of a key multidisciplinary medical staff committee, explicitly changing the charter, membership, and role of the newly named *Hospital Quality Improvement and Patient Safety Committee*. This medical staff committee will have an important dual report to the Executive Medical Staff of Stroger Hospital and the

Quality and Patient Safety Committee of the Board This change will strengthen the role of physician leaders in articulating and monitoring health system quality and safety goals.

While we continue to work on strategies to improve vaccination of patients and staff for seasonal influenza, I want to particularly recognize the Pharmacy Department and the CORE Center, both of which had >90% of staff vaccinated this season.

OPERATIONAL UPDATE

In an effort to better assist patients utilizing Outpatient Services on the Stroger Campus, an Information Desk has been located at Entrance 1 in Stroger Hospital to provide directional guidance to our Ambulatory Care Patients.

Currently some of our patients who access Ambulatory Care at Stroger Hospital are sent to Fantus Clinic for phlebotomy services. In order to improve their patient experience, we have created two blood drawing stations; one station, which will be operational the week of December 16th, will be located on the second floor and the second station, located on the first floor, will be operational at the end of January 2014.

As part of our Capital Equipment Replacement Process, plans to upgrade our inpatient medical and surgical beds have begun.

The Jorge Prieto Clinic basement flooding issue has been resolved and future incidents of flooding during periods of heavy rain is not anticipated. Plans are now underway to upgrade the mammography machine, which is located in the basement, from analog to digital.

Improvements to our contract management and evaluation processes as well as solutions to address the parking management needs of the campus are planned for 2014

In October, the HHS Board supported approval of an intergovernmental agreement with the Illinois Medical District (IMD) to, in part, to establish joint capital planning and development objectives and a plan to address redevelopment needs for the CCHHS Administrative Campus, Stroger Hospital and Fantus Clinic. A kick-off meeting took place earlier this week with the IMD, Cook County's Office of Capital Planning and Policy and CCHHS to explore development of the Stroger Campus.

RECOGNITION

Today I would like to recognize some of our extraordinary leaders; one who has helped us getting to where we are today and fifteen who will help us navigate the future in an ACA environment.

Sidney Thomas

Sidney Thomas is retiring after 25 years of service at the Cook County Health and Hospital Systems. An advocate for patients and communities, Thomas has held many roles in his tenure, most at pivotal times in the Cook County Hospital System's evolution. For the whole of his career, Sidney Thomas has brought dignity, dedication, and compassion to his work and to our patients at CCHHS.

Sidney first came to work at Cook County in 1988 as a faculty member in the Primary Care Internal Medicine Program -- a post graduate experience for internal medicine residents interested in primary care. After two years in this role, Sidney left the County briefly, returning in 1992 as administrator of the Woodlawn Adult Health Center, a city-county collaboration on the south side of Chicago. In this role Thomas had dual reporting responsibilities to both Ms. Ruth Rothstein and Sr. Sheila Lyne, and together with new resident graduate Dr. Eric Whitaker, established Project Brotherhood, a nationally recognized program that dedicates clinic sessions specifically for the care of Black men.

Three years later, when ACHN was officially formed, Thomas was named Director of Operations for the entire network, eventually becoming the Interim Chief Operating Officer. Under Sidney's leadership, ACHN earned its first Joint Commission Accreditation, built or rehabbed five centers, and developed partnerships with Bethany and Thorek Hospitals to open co-located primary care centers on their campuses. In addition, Sidney secured Ryan White and other grant funding to expand community-based HIV primary care beyond the CORE Center at ACHN sites in the Austin neighborhood and the south suburbs. These expanded HIV programs are still in operation today.

After ACHN, Sidney assumed the top leadership role at Provident Hospital, a position he held for three years. His first tasks at Provident were to correct IDPH and Joint Commission concerns, and open an on-site, outpatient pharmacy. Honoring its role as a community hospital, Sidney continued the tradition of working with local community organizations to promote referrals and access to care.

When the County's initial independent health board was formed, Sidney was asked to broaden his leadership role. In 2010 Thomas was named CCHHS' Director of Provider Relations, a position dedicated solely to managing the County's external relationships. Primarily tasked with promoting Vision 2015 to community groups and healthcare leaders across Cook County, Thomas' work became the precursor to his most recent role -- building the contracted provider network for CountyCare which now consists of over 130 primary care sites; academic medical centers; community hospitals; independent specialists; and numerous ancillary providers.

A constant theme in Sidney's career is his ability to create highly effective working relationships with CCHHS leadership, front-line staff, and community partners. He leaves a legacy of serving as a steward for our patients, for bringing innovative approaches to care in our communities, and for leading the health system with a constantly calm demeanor and warm smile on his face.

Please join me in recognizing and thanking Mr. Sidney Thomas for his 25 years of dedicated service to the residents of Cook County, and for his commitment to the patients and communities served by the Cook County Health and Hospitals System.

Leadership Development Program

Our Leadership Development Program will graduate our first class of Leaders next week on December 17, 2013. The program and curriculum was developed with the help of our pro-bono partners, Civic Consulting Alliance (CCA) and Strategic Talent (STS).

The program kicked-off on September 12, 2014 with fifteen participants from Nursing, Pharmacy and Finance. Over the past ten weeks the group has focused on Patient Experience; motivating and engaging staff and providing feedback -- both positive and negative; creating a motivating environment; applying the principles of goal-setting to manage performance and solve problems they face in their

day-to-day jobs; managing performance expectations; understanding the disciplinary process; and problem solving. The following are the members of the December 2013 Inaugural Class:

- Jamil Ahmad – Administrative Analyst V, Emergency
- Pam Brown – Nurse Coordinator II, SCC
- Denice Davis – Pharmacy Supervisor IV, Stroger Outpatient
- Candida Flores-Matheu – Nurse Coordinator II, Logan Square
- Cleo Harris – Site Manager Patient Access II, Revenue Cycle
- Victor Medina – Nurse Coordinator II, VISTA
- Edith Murgas – Business Manager IV, Financial Planning
- Melody Navarro – Nurse Coordinator II, Cermak
- Lorna Pryor – Pharmacist Manager, Stroger Outpatient
- Sharon Smith – Nurse Coordinator II, Emergency (Provident)
- Eugenia Sta Maria – Nurse Coordinator II, Outpatient
- Robbin Weaver – Nurse Coordinator II, Ambulatory
- Vickie Wheeler – Nurse Coordinator II, GMC
- Gwen Williams – System Manager, Patient Access, Revenue Cycle
- Stephanie Winder-Robinson – Nurse Coordinator II, Ambulatory

Our Leadership Development Program participants have a unique role in the culture shift at CCHHS. Their insight and feedback on how to make the program successful will have an impact on the entire System. We congratulate them and recognize their commitment to the Cook County Health and Hospitals System.

GENERAL MEDICINE CLINIC A1 PILOT FOR THE PATIENT-CENTERED MEDICAL HOME

COOK COUNTY, ILLINOIS | POPULATION: 5,194,675

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SNAPSHOT

The Cook County Health and Hospital System, a large urban-based health system, serves as a safety net for a diverse patient population. The General Medicine Clinic (GMC) is the largest primary care clinic within this system and has initiated a Patient-Centered Medical Home Model to improve the care of its 20,000 unique patients.

OPPORTUNITY

Despite significant progress on the national front, developing a medical home within a large urban-based clinic poses a number of unique challenges. Cook County GMC works with a high volume of low-income patients who present complex health issues. These factors lend toward the tremendous need for the implementation of a patient-centered, team-based approach to care for this patient population.

“Creating medical homes for Cook County citizens that need our services will help us provide a patient focused approach that improves patient access, improves patient care and most importantly improves our patients overall health.”

- Commissioner Gregg Goslin,
Cook County

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SOLUTION

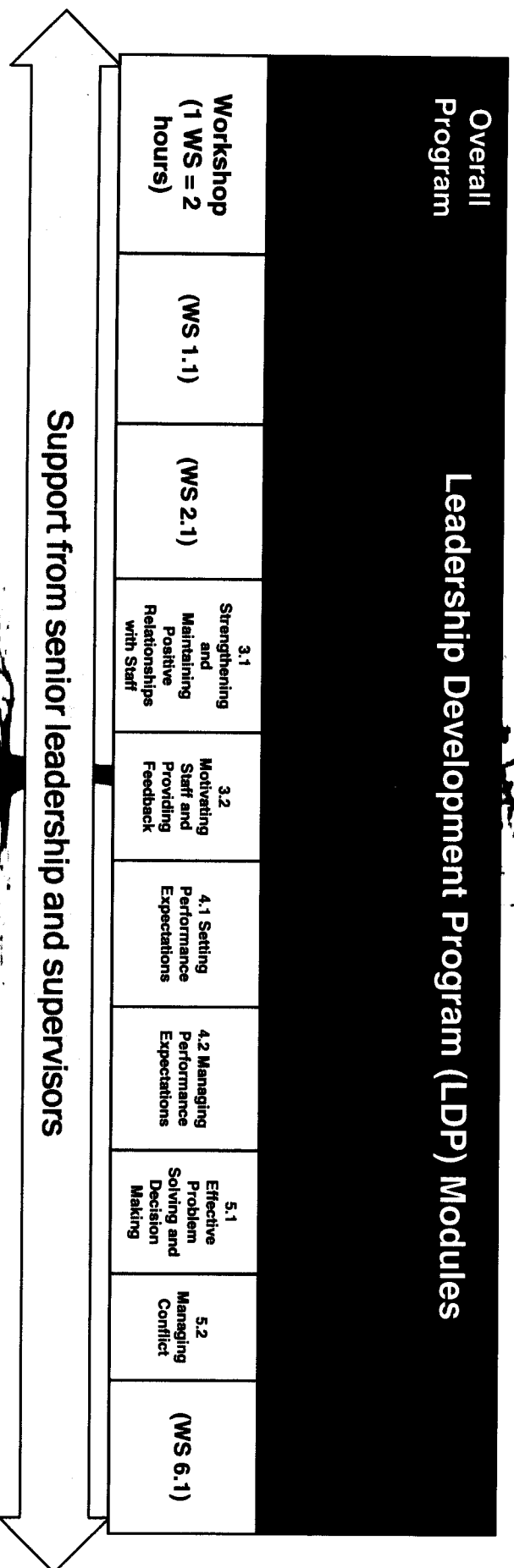
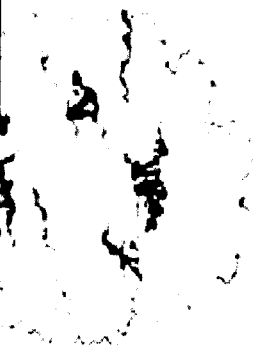
In 2011, Cook County launched a pilot to create six GMC multidisciplinary medical teams. The first team included a registered nurse, a clerk, two administrative assistants, three providers (1.5 FTE) and the members of the GMC leadership team (medical director, nurse manager and lead administrator). The team approach was developed to improve patient care and clinic flow.

The new model created a patient-centered concept by increasing team efficiency and communication while improving the quality of care provided. Furthermore, by bundling the flow of clinic activities, the multidisciplinary team could now move around the patient. An example of this includes registering the patient, performing vital signs and screening intake all with the patient in the exam room. The provider visit and patient discharge subsequently follows in the same exam room.

This model actively involves every member of the team in the care of the patient. Positive outcomes included an improved patient flow. Recently, an electronic data flow study revealed patients entered and were discharged from GMC within 104 minutes. Patients also reported increased satisfaction with the new model with 83 percent rating their overall satisfaction level at 10/10 and 100 percent of patients rating their overall satisfaction with the wait time at 10/10.

Despite the successes, one challenge was the suboptimal ratio of support staff to provider personnel. To address this, the Cook County Health and Hospitals System launched a system-wide initiative to transform all of its primary care clinics into medical homes. Next steps will include a focus on

Overall Program Structure



CCHHS's Vision & Mission

Excellent Patient Experience

CCHHS University

Leadership Development Program

Investing in our people. Investing in our patients.

CCHHS University's Leadership Development Program

In mid-September, CCHHS University launched the Leadership Development Program (LDP). The cohort consists of 14 managers from across CCHHS who were selected to participate in the program after a competitive application process.

The LDP is a three-month training program that includes workshops with guest speakers, group discussions, lunch and learn sessions with leaders throughout the organization and various exercises that will culminate in a graduation ceremony on December 17, 2013.

The LDP's aim is to provide managers with tools to implement and manage consistent expectations so that the System can continue to attract and retain staff and support Dr. Raju's vision of delivering excellent relationship-based care to patients. Through workshops, our leaders were introduced to, and discussed topics such as creating excellent patient experiences, building strong relationships with staff, and effectively solving problems and managing conflict.

The participants were asked to draw upon and learn from one another's stories and real life experiences and they engaged in exercises that address the day-to-day challenges they all face as managers. Throughout the program leaders practiced implementing tools and techniques covered in the workshops with their own direct reports, while they received ongoing support and guidance from their own supervisors. The first cohort of leaders wrapped up their Program on December 11th and they will continue to be supported in 2014 with additional lunch and learn sessions. The second cohort will be launched in 2014.

The Leadership Development Program was developed and implemented with pro bono support from world class experts, Strategic Talent Solutions and Civic Consulting Alliance, along with CCHHS' Chief of Human Resources, Gladys Lopez, and Department of Emergency Medicine Chair, Dr. Jeffrey Schaidler.



CCHHS University

LEADERSHIP DEVELOPMENT PROGRAM



Investing in our people. Investing in our patients.



THE LDP DECEMBER 2013 GRADUATES



Jamil Ahmad

Administrative Analyst, Emergency

I appreciate the opportunity to evaluate my style of communication, leadership, discipline and emotional intelligence and compare with others to identify my strengths and weaknesses along with recognizing my role in the well-being and happiness of employees and it's direct effect on the patient experience.



Pamela Brown

Nurse Coordinator, SCC

Understanding you're part of a team was really the boost I needed. We all shared similar frustration related to working here. Having a shared vision and knowing your peers are just as passionate and committed really served to further motivate me.



Denice Davis

Pharmacy Supervisor, Stroger Outpatient

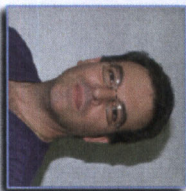
The program has helped to enhance my leadership skills to positively influence and to motivate the staff to excellent customer service.



Cleo Harris

Site Manager Patient Access, Revenue Cycle

CCHS University will help shape the future leaders of this unique system.



Victor Medina

Nurse Coordinator, VISTA

The future of healthcare is change, the tools to manage change have been given to me thru the CCHS University Program.



Edith Murgas

Business Manager, Finance

The Leadership Development class brought me in to contact with 13 managers with diverse talents. I was able to develop new problem solving skills.



Melody Navarro

Nurse Coordinator, Cermak

The secret of change is to focus all your energy on building the new rather than fighting the old.



Lorna Pryor

Pharmacist Manager, Stroger Outpatient

It was a great learning opportunity. it introduced some new concepts and reviewed others. The program emphasized. Leadership and Learning are indispensable to each other.



Sharon Smith

Nurse Coordinator, Emergency (Provident)

I learned you have to be honest when giving feedback and reward the person for the good they do.



Eugenia Sta Maria

Nurse Coordinator, Outpatient

As a seasonal leader in past 22 years, my role is continuously evolving, challenged, and at times altered. Therefore, leadership roles in a health care system needs a constant revisiting, renewed, and strengthen in order to synchronize with the organizational goals, mission, and vision.



Robbin Weaver

Nurse Coordinator, Ambulatory

Change is not easy. I am not alone with the hopes of a new way of doing things. With feelings of being supported I am not afraid to make the needed change.



Vickie Wheeler

Nurse Coordinator, GMC

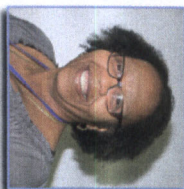
The most important lesson I learned is effective communication via excellent listening skills (keep focused on the issue; express expectations and develop a resolution); don't be judgmental or emotional and value each person's opinion.



Gwen Williams

System Manager, Patient Access, Revenue Cycle

It's important to take time and CELEBRATE the good employees not always focus on the bad.



Stephanie Winder-Robinson

Nurse Coordinator, Ambulatory

CCHS is very serious about changing the culture of the System as it relates to our patient's experience. We have been given the tools and techniques to begin that change not only for the patients but for the employees we manage. I love coming to work and creating this change with my staff.

Cook County Health and Hospitals System
Board of Directors Meeting Minutes
December 13, 2013

ATTACHMENT #5

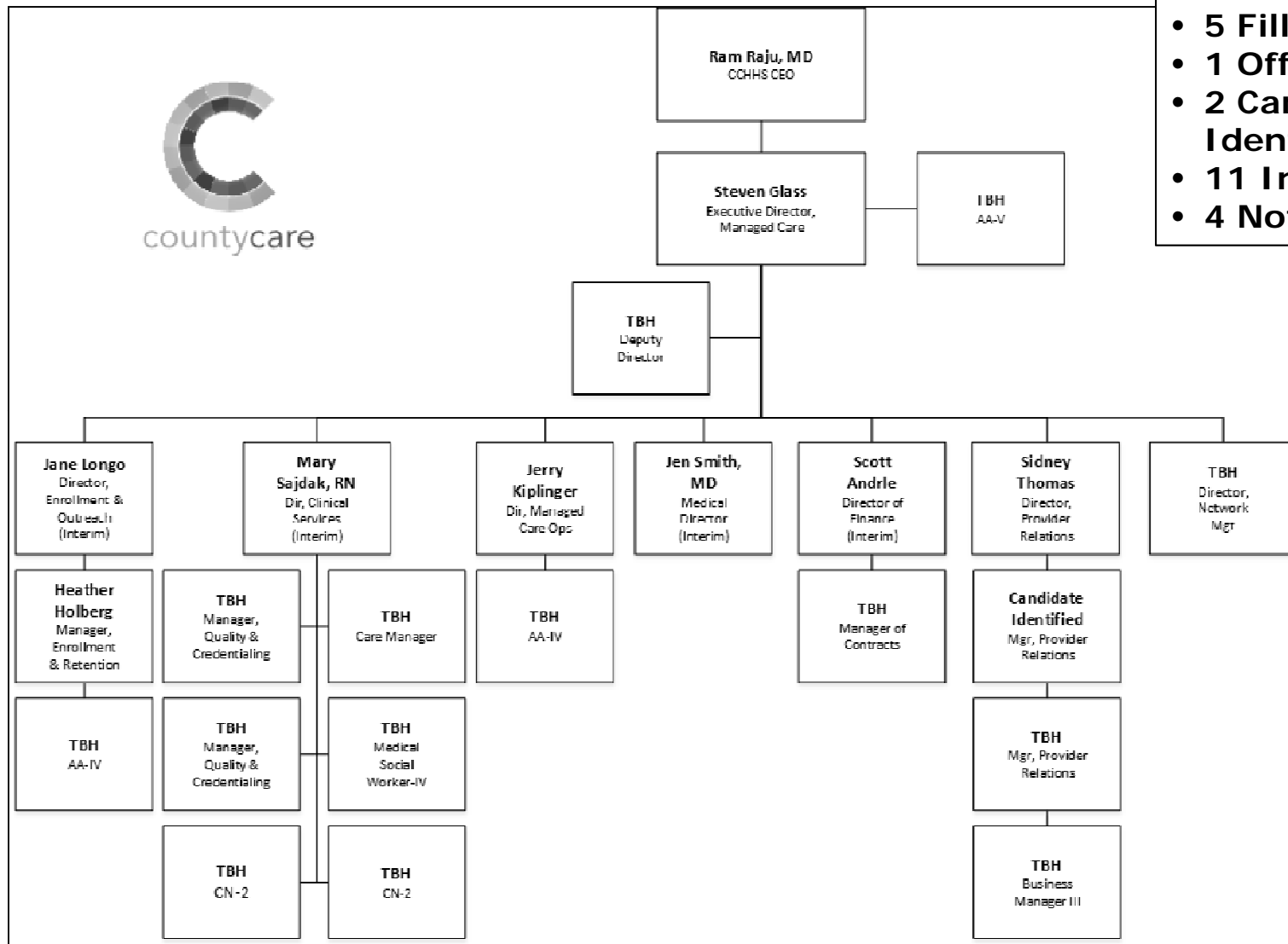


Steven Glass, Executive Director Managed Care

December 13, 2013



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23 Total FTEs

- 5 Filled
- 1 Offered
- 2 Candidate Identified
- 11 In Hiring Process
- 4 Not Yet Posted

CountyCare Scope



- Core to CCHHS 4Ps Strategy
 1. Provider
 2. Plan
 3. Payer
 4. Population Management
- One Plan, Multiple Products
 - Medicaid: ACA Adults, Family Health Plans, Seniors & Persons with Disabilities (SPDs)
 - Private: Marketplace, County Employees Option

Unique Leadership Scope



The Plan

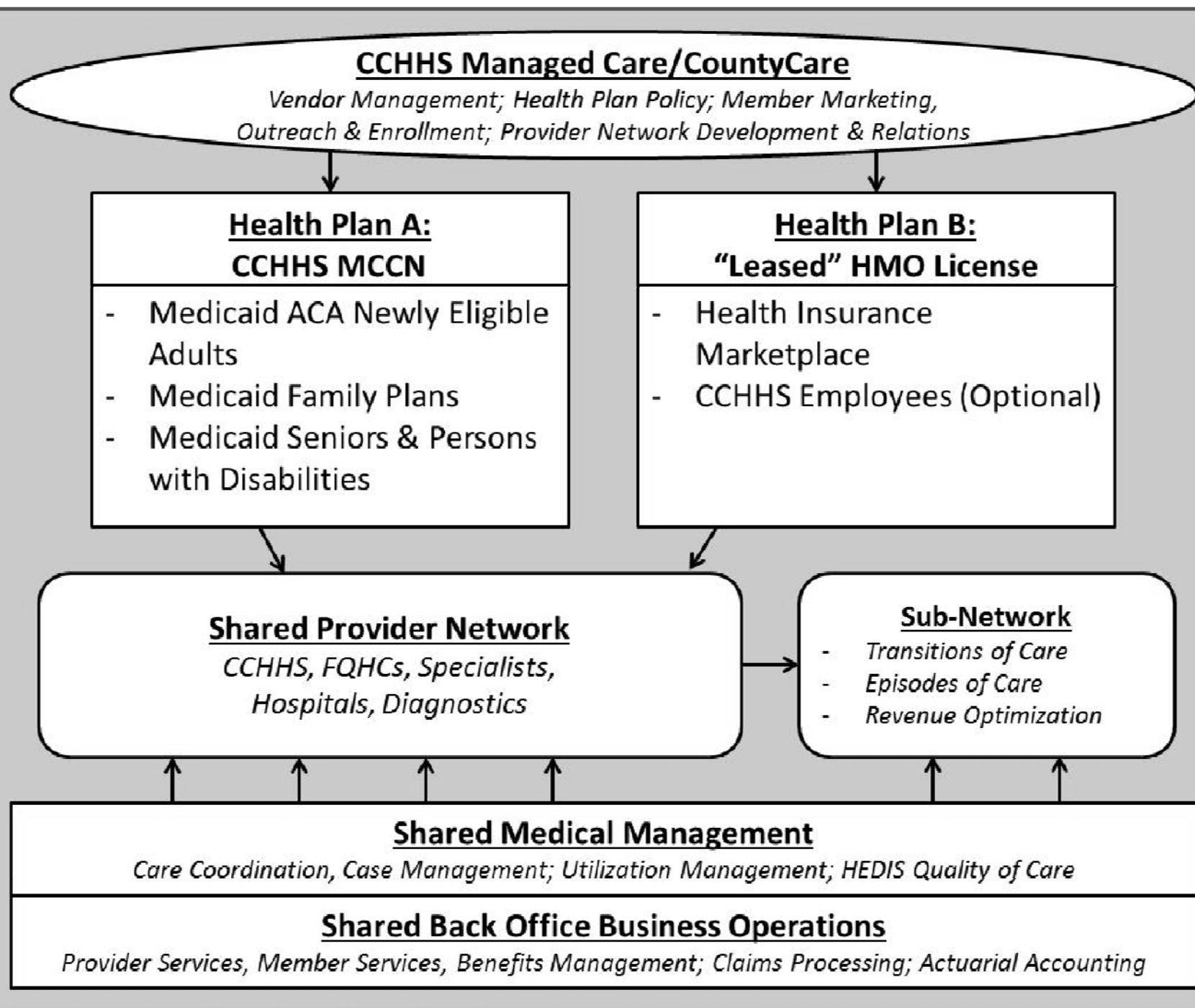
- Executive Leadership for CountyCare
- Regulatory compliance of plan
- Innovate service offerings
- Develop new products/plans
- Primary liaison to external entities (eg: HFS)

The Health System

- Promote Health System Mission, Vision and Goals
- Senior Leadership & Strategy Teams
- Interpret Health Plan goals and objectives into Health System operations and outcomes
- Oversee System's Managed Care Contracts

Challenges

- New Business Model; Old Business Processes
- Rapid, Exponential Growth
- Broad Opportunities; Limiting Infrastructure



FY'14 Priorities



Nov & Dec'13

- New MCCN & TPA Agreements*
- Vendor Contracting*
- Enrollment System Transition

Jan & Feb'14

- Transition back-office & MH/SA network
- Secure HMO License*
- Qualified Health Plan (QHP) Planning*
- PCP Network Expansion

Mar-May'14

- QHP Filing
- Shared-Savings Partnerships*

Jun-Aug'14

- FY'15 Budget*
- HFS Mandatory Managed Care Launch (ACA Adults & Family Health Plan)

Sept-Nov'14

- FY'15 Budget*
- Marketplace Open Enrollment

* = Requires BOD Action



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